
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ming Lam Holdings Limited, you should at once had this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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MING LAM HOLDINGS LIMITED

銘霖控股有限公司

(formerly known as Sino Haijing Holdings Limited 中國海景控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (2) RE-ELECTION OF RETIRING DIRECTORS (3) REFRESHMENT OF SCHEME MANDATE LIMIT (4) CHANGE OF AUDITORS AND (5) NOTICE OF ANNUAL GENERAL MEETING

This circular is despatched together with the 2018 Annual Report of the Company, which contains the directors' report, the auditor's report by Messrs. Elite Partners CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2018.

A notice convening the Annual General Meeting of the Company to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Monday, 3 June 2019 at 10:00 a.m. is set out on pages 17 to 22 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular is published on the HKExnews website at <http://www.hkexnews.hk> and on the website of the Company at <http://www.1106hk.com>.

CORPORATE COMMUNICATIONS

This Circular, in both English and Chinese versions, is available on the Company's website at <http://www.1106hk.com> (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to this Circular posted on the Company Website will promptly upon request be sent this Circular in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive this Circular in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or by sending an email to the Hong Kong Share Registrar of the Company at is-ecom@hk.tricorglobal.com.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:–

“2018 Annual Report”	annual report of the Company for the year ended 31 December 2018
“2018 AGM”	the annual general meeting of the Company held on 22 June 2018
“Annual General Meeting”	the annual general meeting of the Company to be held at 3 June 2019
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“close associates”	has the meanings ascribed to it under the Listing Rules
“Code”	the Hong Kong Code on Takeovers and Mergers
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands as amended, supplemented or modified from time to time
“Company”	Ming Lam Holdings Limited, a company incorporated in the Cayman Islands and the Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares at the Annual General Meeting
“Latest Practicable Date”	25 April 2019, being the latest practicable date prior to the printing of this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	option(s) granted or to be granted under the Share Option Scheme
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of the issued Shares at the Annual General Meeting
“Scheme Mandate Limit”	the total number of Shares which may be allotted and issued upon exercise of all options to be granted by the Board under the Share Option Scheme to subscribe up to 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, the total number of Shares which may be allotted and issued upon exercise of all options to be granted shall not exceed 10% of the Shares in issue as at the date of approval by the Shareholders of the refreshed limit
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.0125 each in the issued and unissued share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 5 June 2015
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

LETTER FROM THE BOARD



MING LAM HOLDINGS LIMITED

銘霖控股有限公司

(formerly known as Sino Haijing Holdings Limited 中國海景控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

Executive Directors:

Ms. Li Zhenzhen
Mr. Lam Wai Hung
Mr. Wang Xin
Mr. Wei Liyi

Independent non-executive Directors:

Mr. Lam Hoi Lun
Mr. Lee Tao Wai
Ms. Lee Yin Ting

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Caymans
KY1-1111
Cayman Islands

*Head office and principal
place of business:*

Unit 2816, 28th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

30 April 2019

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) REFRESHMENT OF SCHEME MANDATE LIMIT
(4) CHANGE OF AUDITORS
AND (5) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; (iii) refreshment of Scheme Mandate Limit; (iv) change of auditors; and (v) to give you notice of the Annual General Meeting.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2018 AGM, general mandates were granted to the Directors authorising them, among other matters, (a) to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares; (b) to repurchase Shares not exceeding 10% of the total number of issued Shares; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the repurchase mandate mentioned in (b) above. Such general mandates would expire at the earlier of (i) the conclusion of the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors.

From the date of the 2018 AGM to the Latest Practicable Date, an aggregate of 2,464,137,931 Shares were issued by the Company under the existing Issue Mandate as follows: (i) 12,500,000 remuneration Shares were issued on 11 July 2018; (ii) 889,137,931 Shares were issued for acquisition of Manufacture Element Prefabricate Pte Limited on 18 September 2018; and (iii) 1,562,500,000 Shares were issued for acquisition of Dong Tai You Bang Wu Liu (Hai Wai) Company Limited on 12 February 2019.

No Shares were repurchased by the Company from the date of the 2018 AGM to the Latest Practicable Date. The general mandates which have not been utilised will lapse at the conclusion of the Annual General Meeting.

Accordingly, ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors general mandates authorising them, among other matters, (a) to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; (b) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution and (c) subject to the passing of the proposed ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the Annual General Meeting, to extend the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 14,888,498,183 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 2,977,699,636 Shares under the Issue Mandate (assuming the Repurchase Mandate has not been utilised) and to repurchase up to a maximum of 1,488,849,818 Shares under the Repurchase Mandate.

The Directors have no present intention to exercise the Issue Mandate to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be proposed by the Company.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Articles 86 and 87 of the Articles of Association, Mr. Lam Wai Hung, Mr. Lee Tao Wai, Mr. Lam Hoi Lun and Ms. Lee Yin Ting will retire by rotation and being eligible, offer themselves for re-election at the Annual General Meeting.

Nomination policy and process for the independent non-executive Directors

In reviewing the structure of the Board, the nomination committee of the Company will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. Lam Hoi Lun, an independent non-executive Director proposed to be re-elected at the Annual General Meeting, has years of experience in audit and accounting field and has been acting as an independent non-executive Director since 2016. Mr. Lee Tao Wai, also an independent non-executive Director proposed to be re-elected at the Annual General Meeting, has years of experience in accounting and corporate management in listed companies and has also been acting as an independent non-executive Director since 2016. Ms. Lee Yin Ting, a newly appointed independent non-executive Director on 1 March 2019, has also years of experience in audit and accounting field. The Board is of the view that the above independent non-executive Directors have been committed to devoting time and attention to perform their duties as independent non-executive Directors over the years. They have each demonstrated that they have the required character, integrity and experience to perform their duties by providing objective views and independent guidance to the Board and the Board is of the view that that their wide breadth of professional experience and knowledge in their respective fields have been and will continue to contribute greatly to the diversity of the Board.

LETTER FROM THE BOARD

The biographical details of the above-mentioned Directors to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme on 5 June 2015. Apart from the Share Option Scheme, the Company has no other share option scheme in effect as at the Latest Practicable Date.

The existing Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of the extraordinary general meeting of the Company held on 21 November 2016 (“the 2016 EGM”). From the date of the 2016 EGM to the Latest Practicable Date, Options carrying the rights to subscribe for 1,035,289,025 Shares were granted under the existing Scheme Mandate Limit under the Share Option Scheme, representing approximately 6.95% of the issued Shares as at the Latest Practicable Date. Out of the Options granted, Options in respect of 1,000,000 Shares have been exercised. Options of 3,000,000 have been lapsed and Options of 9,000 have been cancelled under the Share Option Scheme up to the Latest Practicable Date. As at the Latest Practicable Date, the Company had 1,031,280,025 outstanding Options remain outstanding and unexercised (which represents about 6.93% of the issued Shares).

Since the adoption of the Share Option Scheme, the Company had in total of 1,308,172,125 outstanding Options remain outstanding and unexercised (which represents about 8.79% of the issued Shares) as at the Latest Practicable Date. These outstanding Options will all remain valid after the approval of the proposed refreshment of Scheme Mandate Limit.

It is proposed that subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the Annual General Meeting, the Scheme Mandate Limit be refreshed so that the total number of Shares, which may be issued upon exercise of all Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the relevant resolution by the Shareholders at the Annual General Meeting. Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

As at the Latest Practicable Date, the Company had 14,888,498,183 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the maximum number of Shares, which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 1,488,849,818 Shares (assuming no further issue or repurchase of Shares prior to the Annual General Meeting).

As at the Latest Practicable Date, the Company does not have any immediate plan to grant the Options under the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other option scheme(s) of the Company (or its subsidiaries) at any time shall not exceed 30% of the Shares in issue from time to time. No Options shall be granted under the Share Option Scheme or any other scheme(s) of the Company (or its subsidiaries) if this will result in the 30% limit being exceeded.

Reasons for the refreshment of the Scheme Mandate Limit

As at the Latest Practicable Date, there was no Options are available to be granted under the existing Scheme Mandate Limit. In view of the increase in the issued share capital of the Company, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit in order to provide the Company with greater flexibility in granting share options to the eligible participants (including employees and directors) of the Company under the Share Option Scheme as incentives to rewarding their contribution or potential contribution to the Company.

Conditions of the refreshment of the Scheme Mandate Limit

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of the ordinary resolution by the Shareholders at the Annual General Meeting to approve the proposed refreshment of the Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for granting approval of the listing of, and permission to deal in, the Shares which may be issued upon exercise of Options to be granted under the refreshed Scheme Mandate Limit.

CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 24 October 2018 in respect of change of auditors. CCTH CPA Limited (“CCTH”) has resigned as auditors of the Company and the Group with effect from 24 October 2018 as the Company and CCTH could not reach a consensus on the audit fees for the financial year ending 31 December 2018. The Board, with the recommendation of the audit committee (“Audit Committee”) of the Board, has appointed Elite Partners CPA Limited as the new auditors of the Group with effect from 24 October 2018 to fill the casual vacancy following the resignation of CCTH and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

CCTH has confirmed in its letter of resignation that there are no matters connected with its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no circumstances in respect of the above change of auditors that need to be brought to the attention of the Shareholders.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Monday, 3 June 2019 at 10:00 a.m. is set out on pages 17 to 22 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the resolution relates purely to a procedural or administrative matter which may be voted on by a show of hands) and accordingly, all resolutions proposed at the Annual General Meeting will be taken by poll. To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, the re-election of Directors, refreshment of Scheme Mandate Limit and change of auditors are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

OTHER INFORMATION

Your attention is also drawn to the information as set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
MING LAM HOLDINGS LIMITED
Li Zhenzhen
Chairman

This explanatory statement relates to the resolution proposed to be passed at the Annual General Meeting authorising the grant of the Repurchase Mandate. It contains all the information required by Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

1. SHARE CAPITAL

The resolution proposed to be passed at the Annual General Meeting relates to the grant of a general mandate to the Directors to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, up to a maximum of 10% of the issued share capital of the Company at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 14,888,498,183 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to 1,488,849,818 Shares being 10% of the total number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. FINANCIAL EFFECT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2018 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.170	0.143
May	0.190	0.150
June	0.310	0.179
July	0.310	0.240
August	0.335	0.230
September	0.295	0.255
October	0.280	0.249
November	0.270	0.020
December	0.151	0.076
2019		
January	0.135	0.052
February	0.074	0.054
March	0.065	0.044
April (up to Latest Practicable Date)	0.048	0.035

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their respective close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. THE CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer under Rules 26 of the Code.

As at the Latest Practicable Date, (1) Ms. Lu Hongying ("Ms. Lu") together with Summer Glitter Limited and Khmer Resources Investment Holding Group Company Limited wholly owned by her was interested in 2,667,460,000 Shares, representing approximately 17.92% of the issued Shares; and (2) Dong Tai You Bang Wu Liu Group Company Limited ("Dong Tai") was interested in 1,562,500,000 Shares, representing 10.49% of the issued Shares. Save as aforesaid, no other Shareholder held more than 10% of the issued share capital of the Company as at the Latest Practicable Date. In the event of the Repurchase Mandate is exercised in full, then (if the present shareholdings otherwise remained the same) the interests of Ms. Lu and Dong Tai would be increased to approximately 19.90% and 11.66% of the issued Shares respectively. Such increases of shareholding of Ms. Lu and Dong Tai will not give rise to any obligation to make a mandatory offer under Rule 26 of the Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months immediately preceding and up to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

Mr. Lam Wai Hung – Executive Director

Mr. Lam Wai Hung, aged 39, holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange, and was responsible for works related to financial management, corporate finance, merger and acquisition, investor relationship and corporate governance. Mr. Lam is a former executive director of TUS International Limited (Stock Code: 872), a company listed on the main board of the Stock Exchange from 2 September 2014 to 15 July 2016. Mr. Lam was also a former company secretary and authorized representative of GET Holdings Limited (Stock Code: 8100), a company listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange from 31 May 2011 to 1 August 2013. He was appointed as executive Director on 19 March 2015.

There is no service contract between the Company and Mr. Lam and he has no fixed term of appointment with the Company. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Lam is entitled to an annual director’s remuneration of HK\$180,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lam does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lam does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 1,500,000 Options held by Mr. Lam, Mr. Lam did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Lam and there are no other matters relating to the re-election of Mr. Lam that would need to be brought to the attention of the Shareholders.

Mr. Lam Hoi Lun – Independent non-executive Director

Mr. Lam Hoi Lun, aged 42, has over 15 years of experience in auditing, accounting and corporate field. He holds a Bachelor Degree in Business Administration in Accountancy from The Hong Kong Polytechnic University and was admitted as a fellow member of the Association of the Chartered Certified Accountants in March 2010 and a fellow member of HKICPA in October 2013. Currently, Mr. Lam is one of the partners of a registered firm of certified public accountants (practising) in Hong Kong. Mr. Lam was a former company secretary of the China E-Learning Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8055). He was appointed as independent non-executive Director on 13 July 2016.

There is no service contract between the Company and Mr. Lam and he has no fixed term of appointment with the Company. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Lam is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lam does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lam does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 1,100,000 Options held by Mr. Lam, Mr. Lam did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Lam and there are no other matters relating to the re-election of Mr. Lam that would need to be brought to the attention of the Shareholders.

Mr. Lee Tao Wai – Independent non-executive Director

Mr. Lee Tao Wai, aged 40, is a member of HKICPA and has over 15 years of experience in auditing, accounting and corporate field. Mr. Lee holds a Bachelor Degree in Business Administration in Professional Accountancy from The Chinese University of Hong Kong, a Master Degree in Investment Management from The Hong Kong University of Science and Technology and a Master Degree in International Economic Law from The Chinese University of Hong Kong. Mr. Lee worked in an international accounting firm and a listed company in Hong Kong as senior executive. He was an independent non-executive director of Seamless Green China (Holdings) Limited, a company listed on GEM of the Stock Exchange (stock code: 8150), from October 2009 to February 2012. Currently, he is the company secretary of King Stone Energy Group Limited, a company listed on the Stock Exchange (stock code: 663). He was appointed as independent non-executive Director on 13 July 2016.

There is no service contract between the Company and Mr. Lee and he has no fixed term of appointment with the Company. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Lee is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lee does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lee does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 1,100,000 Options held by Mr. Lee, Mr. Lee did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Lee and there are no other matters relating to the re-election of Mr. Lee that would need to be brought to the attention of the Shareholders.

Ms. Lee Yin Ting – Independent non-executive Director

Ms. Lee Yin Ting, aged 36, has over 12 years of experience in auditing & accounting field. She has been working in an audit firm since 2006. She obtained a bachelor degree in Commerce (Accounting) from The Curtin University of Technology in 2006 and is a member of the Hong Kong Institute of Certified Public Accountants. She was appointed as independent non-executive Director on 1 March 2019.

There is no service contract between the Company and Ms. Lee and she has no fixed term of appointment with the Company. She is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Ms. Lee is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to her duties within the Company.

Save as disclosed above, Ms. Lee does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Lee does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Lee did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Ms. Lee and there are no other matters relating to the re-election of Ms. Lee that would need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



MING LAM HOLDINGS LIMITED

銘霖控股有限公司

(formerly known as Sino Haijing Holdings Limited 中國海景控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of the shareholders of Ming Lam Holdings Limited (the “Company”) will be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Monday, 3 June 2019 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2018;
2.
 - (A) To re-elect Mr. Lam Wai Hung as an executive director of the Company;
 - (B) To re-elect Mr. Lam Hoi Lun as an independent non-executive director of the Company;
 - (C) To re-elect Mr. Lee Tao Wai as an independent non-executive director of the Company;
 - (D) To re-elect Ms. Lee Yin Ting as an independent non-executive director of the Company;
 - (E) To authorise the board of directors to fix the remuneration of the directors of the Company;
3. to appoint Messrs. Elite Partners CPA Limited as auditor of the Company and to authorise the board of directors to fix the auditor’s remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

5. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

- 6. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon ordinary resolutions numbered 4 and 5 set out above becoming unconditional and effective, the total number of shares of the Company which are purchased by the Company pursuant to the authority granted to the Directors of the Company in accordance with the said resolution numbered 5 shall be added to the total number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution numbered 4 set out above.”

NOTICE OF ANNUAL GENERAL MEETING

7. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 5 June 2015 (“Share Option Scheme”), representing 10% of the issued share capital of the Company as at the date on which this Resolution is passed, pursuant to the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“Refreshed Scheme Mandate”) provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and its subsidiaries (“Group”) under the Refreshed Scheme Mandate shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the Directors be and are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board
MING LAM HOLDINGS LIMITED
Li Zhenzhen
Chairman

Hong Kong, 30 April 2019

*Head Office and Principal place
of business in Hong Kong:*

Unit 2816, 28th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or, if he is the holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. Proxy forms together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. In order to establish entitlements to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 29 May 2019 to Monday, 3 June 2019, both days inclusive, during which period no transfer of the shares of the Company can be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 28 May 2019.